

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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In re :

CALPINE CORPORATION, et al., :

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HSBC BANK USA, NATIONAL :
ASSOCIATION, AS INDENTURE :
TRUSTEE, THE BANK OF NEW YORK, :
AS ADMINISTRATIVE AGENT, :
WILMINGTON TRUST FSB, AS :
INDENTURE TRUSTEE, WILMINGTON :
TRUST COMPANY, AS ADMINISTRATIVE :
AGENT, WILMINGTON TRUST COMPANY, :
AS COLLATERAL AGENT, AND :
MANUFACTURERS & TRADERS TRUST :
COMPANY, AS INDENTURE TRUSTEE :

Appellants, :

– against – :

CALPINE CORPORATION, THE OFFICIAL :
COMMITTEE OF UNSECURED :
CREDITORS OF CALPINE CORPORATION, :
AND THE OFFICIAL COMMITTEE OF :
EQUITY SECURITY HOLDERS :

Appellees. :

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CALPINE CORPORATION, THE OFFICIAL :
COMMITTEE OF UNSECURED :
CREDITORS OF CALPINE CORPORATION, :
AND THE OFFICIAL COMMITTEE OF :
EQUITY SECURITY HOLDERS, :

Appellants, :

– against – :

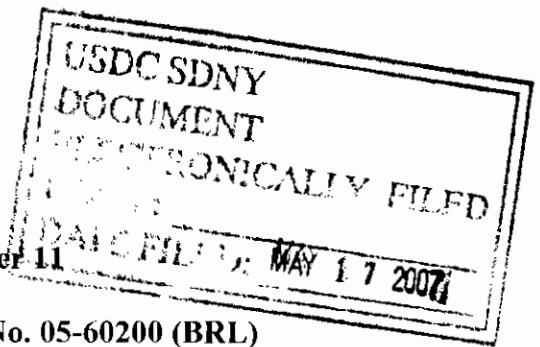
N236691.1

Chapter 11

Case No. 05-60200 (BRL)

(Jointly Administered)

Case No. 1:07-cv-03088 (GBD)



HSBC BANK USA, NATIONAL :
 ASSOCIATION, AS INDENTURE :
 TRUSTEE, THE BANK OF NEW YORK, :
 AS ADMINISTRATIVE AGENT, :
 WILMINGTON TRUST FSB, AS :
 INDENTURE TRUSTEE, WILMINGTON :
 TRUST COMPANY, AS ADMINISTRATIVE :
 AGENT, WILMINGTON TRUST COMPANY, :
 AS COLLATERAL AGENT, AND :
 MANUFACTURERS & TRADERS TRUST :
 COMPANY, AS INDENTURE TRUSTEE, :
 :
 Appellees. :
 -----X

ORDER OF ADMISSION TO PRACTICE, *Pro Hac Vice*

RICHARD C. PEDONE, a member in good standing of the bar in the State of
 Massachusetts, having request admission, *pro hac vice*, to represent Wilmington Trust Company,
 as Collateral Agent; Wilmington Trust FSB as Indenture Trustee; and, Wilmington Trust
 Company, as Administrative Agent¹ parties in interest in the above-referenced cases.


¹ The motion was filed to represent (i) Wilmington Trust FSB as Indenture Trustee for the First Priority Secured Floating Rate Notes due 2009, issued on or about March 23, 2004, by CalGen in the original aggregate principal amount of \$235,000,000.00; (ii) Wilmington Trust Company as Administrative Agent for the First Priority Institutional Term Loans due 2009, issued on or about March 23, 2004, in the original aggregate principal amount of \$600,000,000.00 and, (iii) Wilmington Trust Company in its capacity as Collateral Agent under that Collateral Trust and Intercreditor Agreement dated March 23, 2004, between: Calpine CalGen Holdings, Inc., Calpine Generating Company, LLC, certain Debtor Guarantors, Wilmington Trust FSB as Trustee, Morgan Stanley Senior Funding, Inc. as Term Loan Administrative Agent, the Bank of Nova Scotia as Revolving Loan Administrative Agent as Collateral Agent for:

- (a) the First Priority Secured Floating Rate Notes due 2009, issued on or about March 23, 2004, by CalGen in the original aggregate principal amount of \$235,000,000.00 (for which Wilmington Trust FSB serves as Indenture Trustee and Wilmington Trust Company serves as Collateral Agent);
- (b) the First Priority Institutional Term Loans due 2009, issued on or about March 23, 2004, in the original aggregate principal amount of \$600,000,000.00 (for which Wilmington Trust Company serves as successor Administrative Agent and Wilmington Trust Company serves as Collateral Agent);
- (c) the First Priority Secured Revolving Loans issued on or about March 23, 2004, in the original aggregate principal amount of \$200,000,000.00 (for which Wilmington Trust Company serves as Collateral Agent);
- (d) the Second Priority Secured Floating Rate Notes due 2010, issued on or about March 23, 2004, by CalGen in the original aggregate principal amount of \$640,000,000.00 (for which Wilmington Trust Company serves as Collateral Agent);

(Footnote continued on next page)

ORDERED, that Richard C. Pedone, Esq., is admitted to practice, *pro hac vice*, in the above-referenced case in the United States District Court, Southern District of New York, subject to payment of the filing fee.

Dated: New York, New York
MAY 17 2007
2007


HONORABLE GEORGE B. DANIELS
UNITED STATES JUDGE FOR THE
SOUTHERN DISTRICT OF NEW YORK

(Footnote continued from previous page)

(e) the Second Priority Secured Institutional Term Loans due 2010, issued on or about March 23, 2004, in the original aggregate principal amount of \$100,000,000.00 (for which Wilmington Trust Company serves as Collateral Agent);

(f) the Third Priority Secured Floating Rate Notes due 2011, issued on or about March 23, 2004, in the original aggregate principal amount of \$680,000,000.00 (for which Wilmington Trust Company serves as Collateral Agent); and

(g) the 11 ½ % Third Priority Secured Notes due 2011, issued on or about March 23, 2004, in the original aggregate principal amount of \$150,000,000.00 (for which Wilmington Trust Company serves as Collateral Agent).

CERTIFICATE OF SERVICE

I, Christopher M. Desiderio, hereby certify that on this 11th day of May 2007, I caused a true and correct copy of the Motion for Admission of Richard C. Pedone to Practice, Pro Hac Vice to be served upon parties below by regular mail, postage prepaid.



Christopher M. Desiderio, Esq.

Richard M. Cieri, Esq., Marc Kieselstein, Esq.
David Seligman, Esq., Edward O. Sassower, Esq.
Jeffrey S. Powell, Esq., Stephen E. Hessler, Esq.
Mark McKane, Esq.
KIRKLAND & ELLIS LLP
153 East 53rd Street
New York, NY 10022-4611

Mark I. Bane, Esq., Mark R. Somerstein, Esq.
David S. Elkind, Esq.
ROPES & GRAY LLP
1211 Avenue of the Americas
New York, NY 10036-8704

Gary L. Kaplan, Esq.
Brad E. Scheler, Esq.
FRIED, FRANK, HARRIS, SHRIVER &
JACOBSON LLP
One New York Plaza
New York, NY 10004

Alan W. Kornberg, Esq., Andrew N. Rosenberg, Esq.
Elizabeth R. McColm, Esq.
PAUL WEISS RIFKIND WHARTON & GARRISON
LLP
1285 Avenue of the Americas
New York, NY 10019

Jeffrey R. Gleit, Esq.
KASOWITZ, BENSON, TORRES & FRIEDMAN LLP
1633 Broadway
New York, NY 10019

Kenneth H. Eckstein, Esq.
Joshua K. Brody, Esq.
KRAMER LEVIN NAFTALIS & FRANKEL LLP
1177 Avenue of the Americas
New York, NY 10036

Gary M. Graber, Esq.
HODGSON RUSS LLP
One M&T Plaza
Buffalo, NY 14203

Joseph Pasquariello, Esq.
Brendan D. O'Neill, Esq.
GOODMANS LLP
250 Yonge Street
Toronto, ON M5B 2M6

Ken Coleman, Esq.
ALLEN & OVERY LLP
1221 Avenue of the Americas
New York, NY 10020

Jane Rue Wittstein, Esq.
JONES DAY
222 East 41st Street
New York, NY 10017

N. Theodore Zink, Jr., Esq.
Andrew Rosenblatt, Esq.
CHADBOURNE & PARKE LLP
30 Rockefeller Plaza
New York, NY 10112

Peter V. Pantaleo, Esq.
SIMPSON THATCHER & BARTLETT LLP
425 Lexington Avenue
New York, NY 10017

Emil A. Kleinhaus, Esq.
WACHTELL, LIPTON, ROSEN & KATZ
51 West 52nd Street
New York, NY 10019